

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
ON 16 DECEMBER 2022;
(2) RETIREMENT OF DIRECTOR;
(3) CHANGE OF AUTHORISED REPRESENTATIVES;
(4) CHANGE OF EXECUTIVE COMMITTEE MEMBERS; AND
(5) CHANGE OF INDEPENDENT AUDITORS**

The board of directors (“**Board**” and “**Director(s)**”, respectively) of Crocodile Garments Limited (“**Company**”) announces the following after holding of its annual general meeting on 16 December 2022 (“**AGM**”).

(1) POLL RESULTS OF THE AGM

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**” and “**Stock Exchange**”, respectively), the Board announces the poll results in respect of the ordinary resolutions (“**Resolution(s)**”) at the AGM as follows:

Ordinary Resolutions			Number of votes cast (Approximate percentage of total number of votes cast)		Total number of votes cast
			For	Against	
1.	To consider and adopt the audited financial statements of the Company for the year ended 31 July 2022 and the reports of the directors and the independent auditor thereon.		792,300,854 (99.99%)	75 (0.01%)	792,300,929
2.	(A) (i)	To re-elect Mr. Chow Bing Chiu as a non-executive Director.	771,305,563 (97.35%)	20,995,291 (2.65%)	792,300,854
	(A) (ii)	To re-elect Ms. Lam Suk Ying, Diana as a non-executive Director.	771,305,563 (97.35%)	20,995,291 (2.65%)	792,300,854
	(A) (iii)	To re-elect Mr. Woo King Hang as an independent non-executive Director.	771,305,563 (97.35%)	20,995,291 (2.65%)	792,300,854

Ordinary Resolutions			Number of votes cast (Approximate percentage of total number of votes cast)		Total number of votes cast
			For	Against	
2.	(B)	To authorise the Board to fix the Directors' remuneration.	771,305,563 (97.35%)	20,995,291 (2.65%)	792,300,854
3.		To appoint Ernst & Young, Certified Public Accountants, as the independent auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.	792,300,779 (99.99%)	75 (0.01%)	792,300,854
4.	(A)	To grant a general mandate to the Directors to buy back the Company's shares ("Shares") not exceeding 10% of the total issued Shares.*	792,300,854 (99.99%)	75 (0.01%)	792,300,929
	(B)	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total issued Shares.*	767,398,672 (96.86%)	24,902,257 (3.14%)	792,300,929
	(C)	To extend the general mandate granted to the Directors to issue Shares by adding the number of Shares bought back.*	767,398,672 (96.86%)	24,902,257 (3.14%)	792,300,929

* Full text of each of the Resolutions No. 4(A), 4(B) and 4(C) is set out in the notice of the AGM dated 14 November 2022.

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

The percentages of the voting as stated above are based on the total number of votes cast at the AGM.

The total number of shares entitling the holders to attend and vote on all of the Resolutions at the AGM was 1,421,315,542. No shareholders of the Company ("Shareholders") are required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM and there were no restrictions on any Shareholders to cast votes on all the Resolutions at the AGM.

All Directors of the Company attended the AGM except Dr. Lam Kin Ngok, Peter, Mr. Lam Kin Hong, Matthew and Ms. Lam Suk Ying, Diana who sent their apologies to the AGM due to their other business engagements and/or currently abroad; and Mr. Wan Edward Yee Hwa who was not able to attend the AGM due to home quarantine.

Tricor Tengis Limited, the share registrar and transfer office of the Company, was appointed as the scrutineer for the purpose of vote-taking in respect of the Resolutions at the AGM.

(2) RETIREMENT OF DIRECTOR

The Board also announces that Mr. Wan Edward Yee Hwa (“**Mr. Wan**”) retired as an executive Director with effect from 17 December 2022. Having reached the age of 86, Mr. Wan has notified the Company his decision to retire after the conclusion of the AGM and not offer himself for re-election at the AGM.

Mr. Wan has confirmed in writing that he has no disagreement with the Board and that he is not aware of any matters that need to be brought to the attention of Shareholders in relation to his retirement.

Mr. Wan was appointed as a Director since 1993. The Board would like to take this opportunity to thank Mr. Wan for his contributions and support to the Company throughout his service on the Board.

(3) CHANGE OF AUTHORISED REPRESENTATIVES

The Board also announces that following the retirement of Mr. Wan as an executive Director, he ceased as an authorised representative of the Company with the Stock Exchange (“**Authorised Representative**”) with effect from 17 December 2022.

Ms. Chan Yin Yi Annie, the Company Secretary, has been appointed as the Authorised Representative pursuant to Rule 3.05 of the Listing Rules in place of Mr. Wan with effect from 17 December 2022.

(4) CHANGE OF MEMBERS OF EXECUTIVE COMMITTEE

The Board also announces that following the retirement of Mr. Wan as an executive Director, he ceased as a member of the Executive Committee of the Company (“**Executive Committee**”) with effect from 17 December 2022.

Mr. Chow Bing Chiu, a non-executive Director, has been appointed as a member of the Executive Committee in place of Mr. Wan with effect from 17 December 2022.

(5) CHANGE OF INDEPENDENT AUDITORS

The Board further announces that Ernst & Young (“**EY**”), Certified Public Accountants, have been appointed as independent auditor of the Company for the year ending 31 July 2023 at the AGM. The Board has been authorised to fix their remuneration.

For maintaining good corporate governance practice and enhancing its standard, the Board and the Audit Committee of the Company considered that it is an appropriate time to rotate the auditor of the Company after SHINEWING (HK) CPA Limited (“**SHINEWING**”) was appointed as an independent auditor of the Company since the year ended 31 July 2018. SHINEWING retired as the independent auditor of the Company upon expiration of its term of office at the conclusion of the AGM.

SHINEWING has confirmed in writing that there are no matters that need to be brought to the attention of the Shareholders and creditors of the Company.

The Board would like to express its thanks to SHINEWING for its services to the Company during its tenure.

By order of the Board
Crocodile Garments Limited
Lam Wai Shan, Vanessa
Chairman, Executive Director and
Chief Executive Officer

Hong Kong, 16 December 2022

As at the date of this announcement (following the retirement of Mr. Wan), the Board comprises three Executive Directors, namely Ms. Lam Wai Shan, Vanessa (Chairman and Chief Executive Officer), Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew; two Non-executive Directors, namely Mr. Chow Bing Chiu and Ms. Lam Suk Ying, Diana; and three Independent Non-executive Directors, namely Mr. Leung Shu Yin, William (Deputy Chairman), Mr. Fung Cheuk Nang, Clement and Mr. Woo King Hang.